

BYLAWS OF
THE SAN DIEGO SHELL CLUB, INC.

Article 1

Name, Purpose

- Section 1.** The name of this organization shall be THE SAN DIEGO SHELL CLUB, INC., hereinafter referred to as the "Club." No provision in these Bylaws shall be interpreted as superseding or abridging any provision in the Articles of Incorporation of the Club.
- Section 2.** The San Diego Shell Club, Inc. is a nonprofit organization that promotes the study, enjoyment, and conservation of Mollusca and associated marine life through our journal *The Festivus*, guest lectures, meetings, field trips, and special events.
- Section 3.** The Club shall have and continuously maintain in the State of California a registered office and a registered agent whose office is the same as such registered office.

Article II

Membership

- Section 1.** Members. Any person interested in the purpose of this Club is eligible for membership.
- Section 2.** Classes of Membership. The classes of membership shall be Regular Members and Honorary Members.
- (a) A Regular Member in good standing shall be any person whose dues are currently paid in full, and who abides by the Articles of Incorporation and Bylaws of the Club.
- (b) Honorary Membership may be extended by the Club to any person in recognition of exceptional past service to the Club or in recognition of exceptional standing and repute in fields associated with the purpose of the Club. Honorary Membership shall not be subject to payment of Club dues. An Honorary Member shall be entitled to vote on matters brought before the Club, but shall not be eligible to hold Club office. Nominations for Honorary Membership may be proposed in writing by the Executive Board, or by any Regular Member in good standing. If approved by the Executive Board, final approval shall then be dependent upon majority vote of the Regular Members in good standing present at the next Regular Meeting. Both Honorary and Regular Membership shall in no

way abrogate either the rights or the responsibilities of Regular Membership. Honorary Members shall receive a copy of the Club journal gratis.

Section 3. Membership is non-transferable and ceases upon the death of the member.

Section 4. A member may be deprived of membership in the Club for acts or behavior detrimental to the Club or its objectives. The Executive Board shall investigate charges brought to its attention. If said detrimental behavior is confirmed, the accused may be expelled from the Club upon a two-thirds majority vote of the Executive Board approving such sanction. A member must be given a hearing if he/she so requests.

Section 5. Privileges. All members of any class are entitled to all Club privileges with the exception of Honorary Members, who may not serve on the Executive Board.

Section 6. Resignation. Any member in good standing may direct a letter of resignation to the Corresponding Secretary, which when received shall effect the resignation. No refund of dues shall be made.

Article III

Dues

Section 1. Dues. Annual membership dues will be set by the Executive Board and confirmed by a majority vote of members present at the annual business meeting. All members, except Honorary Members, shall pay dues.

Dues for the annual calendar year are payable annually during the month of January. If dues are not paid by April 1, the member shall be delinquent and shall lose all rights and privileges of membership his/her name shall be stricken from the membership roster.

Section 2. Assessment. Aside from the annual dues no assessment of any kind shall be levied against a member for any reason at any time.

Article IV

Officers

Section 1. Officers. The elected officers of the Club shall be the President, Vice President, Corresponding Secretary, Recording Secretary and Treasurer.

(a) The terms for these officers shall begin the first day of January of the calendar year following the annual November Club election.

(b) Nominees for the respective Club Officers shall be submitted by the Executive Board, which shall function as a Nominating Committee at the October Regular Meeting. Additional nominations may be made from the floor by any Regular Member in good standing at the time of the election. Those nominees must be present at the time of their nomination to accept or decline the nomination in person.

(c) If more than one person is nominated for the same position, Club Officers for that position shall be elected to office by secret ballot by Regular Members in good standing present at the annual November Regular Meeting of the Club; a simple majority vote shall suffice for election. If there are no alternative nominations for an office, the slate of Club Officers shall be elected by a voice or hand vote.

(d) A vacancy in the office of the Club President shall not be filled until the next scheduled annual election; in the interim, the duties of the Office shall be added to those of the Vice President. A vacancy in any other Office than that of Club President shall be immediately filled by appointment by the Club President. However, should the Offices of Club President and Club Vice President become simultaneously vacant, an emergency election to fill both Offices shall be held at the next ensuing Regular Meeting of the Club.

(e) Appointed officers and committees serve at the pleasure of the President; it is within his/her powers to remove any such officers and committee members for any reason whatsoever. Removal of the chairperson of the Editorial Committee must be approved by a majority vote of the Executive Board.

(f) If an elected officer fails to fulfill the duties of his/her office, or if he/she performs his/her duty in a manner that will reflect unfavorably upon the Club or its objectives, he/she may be recalled. A special election shall be called by the President of the Club at the next meeting of the general membership, such special election to be announced, together with the reasons thereof, to the regular members in writing at least two weeks in advance of the meeting. A secret ballot shall be held and a two-thirds majority vote may remove the accused officer from his/her office. The Nominating Committee shall nominate another member in good standing for the remainder of the recalled term to be approved by unanimous vote of the Executive Board remaining, to serve out the rest of the term. A person thus removed from office shall not have his/her name put in nomination for any office.

(g) Term Length. The President shall serve one year unless the Vice President does not wish to progress and the Executive Board approves the nomination of the President for a second year. A President so appointed shall not serve more than two consecutive terms unless no other member is nominated by the Executive Board or membership at the October meeting and then elected at the annual meeting with more than 50% positive vote of those attending. The Vice President shall serve one year unless he/she wishes to continue as Vice President and is nominated by the Executive Board for a second one year term. The Vice President shall not serve more than two consecutive terms.

(h) There are no term limits for the following officers; Treasurer, Recording Secretary, and Corresponding Secretary.

(i) Officers and appointed Committee Chairpersons must comply with State and Federal requirements for 501(c) (3) organizations.

Section 2. Duties of Officers. The Officers shall perform the usual duties of their offices.

The Club President shall:

(a) Preside at all Regular and Special Meetings of the Club, and at all meetings of the Executive Board.

(b) Call Special Meetings of the Club when necessary.

(c) Shall represent the Club at all functions.

(d) Appoint the Committee Chairperson of the various Standing Committees, and of temporary special-purpose committees as deemed appropriate, except the Editor who is to be elected by and serve at the discretion of the Executive Board.

(e) Serve as an ex-officio member of all Club committees.

The Club Vice President shall:

(a) Perform the duties of the Club President in the absence of the President or during the time a vacancy exists in the Office of the Club President.

(b) Arrange and schedule appropriate presentations for the non-business portions of each Regular Meeting and assist with the arrangement of all Club events.

(c) Serve as a member of the Executive Board.

The Club Past President shall:

(a) Conduct or have conducted by a competent individual a review of the previous year's financial records and report to the Club Board upon completion. The financial review will be completed during the 1st quarter of the year.

(b) Serve as a member of the Executive Board.

The Club Recording Secretary shall:

(a) Take minutes at all Regular and Special Meetings of the Club, furnish each such minutes to the Executive Board prior to the next ensuing Executive Board meeting, upon the call of the Club President at the start of the meeting present them to the Club Membership for approval, and maintain a copy of each approved Minutes as a permanent item of the Club files;

(b) Maintain a Record of the transactions and minutes of each meeting of the Executive Board, and a set of past minutes maintain as a permanent item in the Club's files;

(c) Accept from the Club President documents and reports submitted to the Club President or to the Executive Board and, where appropriate, maintain copies as permanent items of the Club files;

(d) Maintain as a permanent item of the Club's records a copy of the Articles of Incorporation, Club roster and the Club Bylaws;

(e) At the expiration of the normal term of office, turn over to the succeeding Recording Secretary the Club records and files and other material pertaining to the office; and

(f) Serve as a member of the Executive Board.

The Club Corresponding Secretary shall:

(a) Originate correspondence in a timely manner as requested by the Club President or as required by the duties of the Club Secretary;

(b) At the expiration of the normal term of office, turn over to the succeeding Corresponding Secretary the Club records, files and other material pertaining to the office; and

(c) Serve as a member of the Executive Board.

The Club Treasurer shall:

(a) Receive from and receipt to the outgoing Treasurer all monies belonging to the Club;

(b) Receive all membership dues and other moneys;

(c) Submit all bills to be paid to the Club President for approval;

(d) Expend Club monies for authorized purchases and expenditures;

(e) At each meeting of the Executive Board, be prepared to advise the Club President of the Club monies on hand, monies due, monies payable, and the net balance of the Club monies;

(f) Prior to the January Regular Meeting following expiration of the normal terms of office, turn over to the succeeding Club Treasurer all Club monies;

(g) Provide a written report of the financial transactions of the Club during the previous calendar year to the Executive Board at the January Board meeting and present a summary of this report to the Club Membership at the general meeting in January. A copy of the

report will be maintained by the Treasurer and Recording Secretary for inclusion as a permanent item of the Club files;

(h) Prepare and maintain a Roster of the Club Membership, which includes the members' residence and e-mail addresses and telephone numbers;

(i) Inform the Club Corresponding Secretary and Editor regarding new members throughout the year as they join the Club, and members who are to be suspended for non-payment of annual dues at the close of the March Regular Meeting;

(j) Each February present an annual budget reflecting foreseeable expenses and income with assistance of the Executive Board. The budget period is February to January of the following year. The budget will be presented to the club members for comment and approval at the February or March regularly scheduled monthly meeting;

(k) Each July provide a summary of the Club's progress, as set forth in the annual budget, to the Executive Board; and

(l) Serve as a member of the Executive Board.

The Mentor-Parliamentarian:

The Mentor-Parliamentarian may be appointed by the President. The Parliamentarian will be an ex-officio member of the Executive Board, without a vote. The Mentor-Parliamentarian will serve in an advisory capacity to officers and committees on questions relating to the Bylaws, Procedures, and Policies as reflected in the Minutes and other records of the Club. The same person may be appointed to this position by subsequent Presidents.

Section 3. Each elected Officer shall maintain and pass on to his successor a Manual enumerating the duties of their office, policies of the Club, and other information and procedures designed to enable complete and consistent performance of the duties of the office concerned.

Article V

Executive Board

Section 1. The Executive Board. The administration of the affairs of the Club shall be vested in the Executive Board, which shall consist of the currently elected officers and the immediate Past Club President.

(a) The Executive Board shall convene at the call of the Club President, and shall meet monthly prior to the Regular monthly Meeting of the Club Membership.

(b) Four (4) Members of the Executive Board shall constitute a quorum at meetings of the Executive Board. In the absence of the Club President, the Club Vice President will preside; in the absence of both of these, the Club Recording Secretary will preside.

(c) Each member of the Executive Board, including the Past Club President, shall be entitled to one vote on any matter before the Executive Board; members must be present or may participate and vote by phone or video telecommunications. Upon request by any member, voting on the issue under consideration by the Executive Board will, be by secret ballot.

(d) The Club President shall, at the next ensuing Regular or Special Meeting of the Club Membership, advise the Club Membership of actions taken by the Executive Board at its most recent meeting.

(e) Annually, prior to the October meeting, the Executive Board shall constitute a Nominating Committee to select candidates for the elective Club Offices for the ensuing calendar year. The Nominating Committee shall select not less than one and not more than three nominees for each elective office, and the Club President shall announce these nominees to the Club Membership at the annual October Regular Meeting.

Article VI

Committees

Section 1. Standing Committees shall include the Editorial Committee, and may include a Publicity Committee, Library Committee, and Hospitality Committee.

Section 2. Editorial Committee. There shall be a standing Editorial Committee who's Chairperson shall be designated by the Executive Board as The Club Editor and has the following duties:

- (a) Arrange for publication of *The Festivus* through a publisher approved by the Executive Board;
- (b) Have publication costs approved by the Executive Board;
- (c) Arrange for articles and other written and/or photographic material for publication in *The Festivus*;
- (d) Arrange for the cover art for *The Festivus*;
- (e) Arrange for and maintain a peer-review board to review articles of a scientific nature;
- (f) Receive peer-review and general interest articles, advertisements, and other written or photographic materials for publication;

- (g) Notify the Treasurer of contact information for advertisers and amounts due for advertisements placed in *The Festivus* to be paid prior to publication;
- (h) Obtain copyright releases for images, photographs and other potentially proprietary works for publication as required, forward such releases to the Recording Secretary to be maintained with the Club's records;
- (i) Submit peer-review articles to appropriate scientific review board members for review, perform necessary editing, organize and place *The Festivus* in proper form for publication;
- (j) Forward such prepared material to the publisher in accordance with approved costs, allotted space and designated deadlines;
- (k) Maintain an updated membership list containing both physical and electronic contact information for each member;
- (l) Distribute *The Festivus* to membership in a timely manner; and,
- (m) Receive and updated Club roster from the Treasurer and distribute to the membership via e-mail and/or as insert in *The Festivus*.

Section 3. Publicity Committee . There may be a standing Publicity Committee whose Chairperson shall be designated by the President with the following duties:

- (a) Place in local news media, social media, the Club's website, and at other places of public notice, notifications of general, special and executive committee meetings of the Club, special events organized or planned by the Club designed to attract the attendance of interested persons; and
- (b) Advise the public in all feasible ways of the existence, purpose, and programs of the Club.

Section 4. Library Committee. There may be a Standing Library Committee, whose Chairperson shall be designated by the President, with the following duties:

- (a) Act as custodian of the Club Library of books and publication;
- (b) Make Library materials available to the Club Membership for withdrawal and use for periods of two months;
- (c) Keep records reflecting the names of Members responsible for specific items on loan, when items have been returned, remind members with overdue books to ensure the prompt return, and other steps to ensure the good maintenance of the library;
- (d) Recommend to the Executive Board books and publications deemed suitable for purchase by the Club as additions to the Club Library;
- (e) When authorized by the Club, the Treasurer will procure designated items; and

(f) Create and maintain an updated listing of material in the Club Library and arrange for the binding of journals.

Section 5. Hospitality Committee. There may be a Standing Hospitality Committee, whose Chairperson shall be designated by the President and function as the Club Host/Hostess with the following duties:

- (a) Arrange for beverages and/or food items for each general meeting obtaining necessary funds from the Club Treasurer;
- (b) Greet members and other individuals attending the Club's general meetings; and,
- (c) Provide membership forms to individuals attending general meetings interested in becoming members of the Club.

Article VII

Meetings

Section 1. The place and times of the Regular Meetings of the Club Membership shall be established by the Executive Board in January of each year and posted on the Club's website and other social media.

- (a) Where Special Events are substituted for a monthly Regular Meeting, Club Business will normally be suspended and no Regular Meeting shall be considered to have been convened; and
- (b) At the call of the Club President, Special Meetings of the Executive Board or Club Membership may be convened.

Section 2. The conduct of all meetings of the Club and the Executive Board shall be governed in principle by Robert's Rules of Order, the Articles of Incorporation, these Bylaws, and the laws of the State of California. All members will of course treat each other with respect and use appropriate language and voice.

Article VIII

Fiscal Policies

Section 1. The fiscal year of the Club shall begin January 1st and terminate the following December 31st annually. Termination of the first fiscal year of the Club shall be at the close of 31 December next, following completion of incorporation and registration with the State of California.

Section 2. Should dissolution of the Club be considered, a written ballot shall be requested by the President. A three-fourths majority vote of the entire voting membership that cast a written ballot shall dissolve the Club.

(a) A ballot will be sent electronically to all voting members. Votes must be returned by mail with a post mark no later than that indicated on the ballot instructions.

(b) Prior to requesting a vote on the dissolution of the Club, the President shall appoint a Committee of five voting members of the Club to select a proposed listing of no less than three and no more than five Mollusca related non-profit organizations/institutions as defined in the next preceding paragraph, and these shall be listed on the ballot distributed for vote on dissolution. Each voting member shall be entitled to vote for one of the listed organizations, and a simple majority shall prevail. The Executive Board may elect to disperse funds to as many as three organizations receiving the highest number of votes by the members.

(c) The Executive Board will determine how physical assets are to be converted for ease of dissolution. A public announced sale of books and shells to Club members by means of an open and public bidding process is recommended. Physical items not sold may be donated to museums or other nonprofit organizations/institutions.

Section 3. All persons or corporations extending credit to, contracting with, or having any claim against the Club or the Executive Board shall look only to the funds and property of the Club for payment for such contract or claims for payment of any debt, damage, judgment, or decree, or any other money that may otherwise come due or payable to them from the Club or Executive Board, so that neither the members of the Club, the Executive Board, or Officers, present or future, shall be personally liable thereof. Under no circumstances shall the Club, its property, officers, or members be responsible for any debts, damages, or liabilities of any kind or nature, incurred or sustained, unless prior approval has been established in these Bylaws.

Article IX

Amendments to the ByLaws

- Section 1.** Amendments. Proposals for amendments to the Bylaws of the Club may be made by the Executive Board or by ten percent of the membership in good standing. Upon receipt of a proposed amendment or addition, the President shall appoint a special committee to study such proposals and to ascertain that such proposals are not in conflict with the written Articles of Incorporation or interests and objectives of the Club and comply with State and Federal requirements of 501(c) (3) organizations. This special committee shall draft the amendment for presentation to the general membership. The Membership shall be notified via e-mail or by U.S. mail or forwarded via e-mail of the intended amendment, at least fifteen days before the meeting at which the proposed changes will be voted upon. A two- thirds majority vote of the regular members in good standing present shall be necessary to adopt such amendment.
- Section 2.** No provision in the Bylaws shall be interpreted as superseding or abridging any provision in the Articles of Incorporation of the Club.

Certified on November 23, 2015



David P. Berschauer, Secretary